

**COMPANIES ACT 2006**  
**WRITTEN RESOLUTION**  
of  
**Alvarium Securities Limited**  
(the "**Company**")  
Company number 12332694  
Circulation date: 3 January 2023

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the resolutions set out in clauses 1.1-1.4 below be passed as ordinary resolutions and the resolutions set out in clause 1.5 below be passed as a special resolution of the Company.

Defined terms used in the board resolutions of the Company dated on or around the date of these resolutions shall have the same meaning in this written resolutions unless otherwise defined.

**Ordinary Resolutions** [Redacted]

We, the undersigned, being the sole shareholder of the Company, hereby, pursuant to section 282 of the Companies Act 2006, agree that the following written resolutions be passed as ordinary resolutions, being for all purposes as valid and effective as if passed by us as ordinary resolutions at a general meeting of the Company:

1.1

1.2

1.3

1.4

### Special Resolutions

We, the undersigned, being the sole shareholder of the Company, hereby, pursuant to section 283 of the Companies Act 2006, agree that the following written resolution be passed as a special resolution, being for all purposes as valid and effective as if passed by us as a special resolution at a general meeting of the Company:


1.5 THAT the articles of association of the Company ("**Articles**") be amended by inserting a new limb 6 in Article 26 as follows:

"(6) *Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend or delay registration thereof where such transfer:*

- (a) is to any bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or other entity or person to which a security interest (including by way of mortgage or charge) has been granted over such shares, or to any affiliate of such person, agent or trustee acting for any such person or such affiliate, successor, permitted assign or transferees of such person, or an nominee of any of the foregoing (a "**Secured Institution**"); or*
- (b) is delivered to the company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or*
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,*

*and further, notwithstanding anything to the contrary contained in these articles, no transferor or proposed transferor (including a Secured Institution), of any shares in the capital of the company to a Secured Institution shall be required to provide any prior written notice of the transfer to the company or to offer the shares which are, or are to be the subject of any such transfer, to the existing shareholder of the company at the time of the proposed transfer, and no such shareholder shall have any right under the articles or otherwise to require such shares to be transferred to them whether for consideration or not."*

SIGNED .....



**For and on behalf of Alvarium Investments Limited**

Date:   3   January 2023

*[Signature page to the shareholder written resolutions]*

Notes to members:

1. If you agree with the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it by hand or by posting it to the Company:
  - (d) by delivering it by hand or by posting it to Goodwin Procter (UK) LLP, 100 Cheapside, London, EC2V 6DY marked for the attention of Thibaud Frouin;
  - (e) by faxing it to Goodwin Procter (UK) LLP marked for the attention of Thibaud Frouin; or
  - (f) by sending it as an attachment to an email to [tfrouin@goodwinlaw.com](mailto:tfrouin@goodwinlaw.com).
2. A member's agreement to a written resolution, once signified, may not be revoked.
3. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The resolution set out above must be passed within 28 days of the circulation date otherwise it will lapse.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.